Supreme Court, U.S.
FILED
OCT 28 1985
JOSEPH F. SPANIOL, JR.
CLERK

85-762 (1)

No. .....

In The
Supreme Court of the United States
October Term, 1985

THELMA T. METGE, Executrix of the Estate of August Metge, and ELIZABETH G. SHEPARD, on behalf of themselves and on behalf of all others similarly situated,

Cross-Petitioners,

vs.

BANKERS TRUST COMPANY,

Cross-Respondent.

CROSS-PETITION FOR A WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE EIGHTH CIRCUIT

(Cross-Petition to No. 85-555, October Term, 1985)

W. Don Brittin, Jr.
Gerald J. Newbrough
Kasey W. Kincaid
Nyemaster, Goode, McLaughlin, Emery & O'Brien, P.C.
Tenth Floor Hubbell Building
Des Moines, Iowa 50309
(515) 283-3100

Attorneys for Cross-Petitioners

COCKLE LAW BRIEF PRINTING CO., (800) 835-7427 Ext. 333

23 PP

QUESTION PRESENTED

DOES SECTION 20(a) OF THE SECURITIES EXCHANGE ACT OF 1934, 15 U.S.C. § 78t, REQUIRE THAT AN ALLEGED CONTROLLING PERSON ACTUALLY *EXERCISE* CONTROL OVER THE *GENERAL OPERATIONS* OF THE PRIMARY VIOLATOR, OR IS SUCH CONTROL OVER GENERAL OPERATIONS ONLY ONE ALTERNATIVE INDICIA OF THE REQUISITE *POWER TO CONTROL* THE PROSCRIBED ACTIVITY?

PARTIES TO THE PROCEEDINGS

Plaintiffs named in the caption in this case are representing themselves and a class of approximately 635 individuals similarly situated which has been certified by the district court. The Appendix hereto contains a list of the members of the Plaintiff class.

TABLE OF CONTENTS

	Page
QUESTION PRESENTED	i
PARTIES TO THE PROCEEDINGS	ii
TABLE OF CONTENTS	iii
TABLE OF AUTHORITIES	iv
OPINIONS BELOW	2
JURISDICTION	2
PROVISIONS OF STATUTES AND RULES INVOLVED	2
STATEMENT OF THE CASE	3
REASONS FOR GRANTING THE WRIT	
SECTION 20(a) OF THE SECURITIES EXCHANGE ACT OF 1934, 15 U.S.C. § 78t, DOES NOT REQUIRE THAT THE ALLEGED CONTROLLING PERSON ACTUALLY *EXERCISE* CONTROL OVER THE *GENERAL OPERATIONS* OF THE PRIMARY VIOLATOR AS SUCH CONTROL OVER GENERAL OPERATIONS IS ONLY ONE ALTERNATIVE INDICIA OF THE REQUISITE *POWER TO CONTROL* THE PROSCRIBED ACTIVITY.	4
CONCLUSION	12
APPENDIX	App. 1

OPINIONS BELOW

The opinion of the Court of Appeals is reported at 762 F.2d 621 (8th Cir. 1985), and the opinion of the district court is reported at 577 F. Supp. 810 (S.D. Iowa 1984). Both opinions are reproduced in the Appendix to BTC's petition for certiorari.

JURISDICTION

The judgment of the Court of Appeals was entered on May 15, 1985, and Plaintiffs' petition for rehearing was denied on July 5, 1985. Jurisdiction in the District Court is invoked under 15 U.S.C. § 78aa. Jurisdiction in this Court is invoked under 28 U.S.C. § 1254(1).

This cross-petition is filed under Supreme Court Rule 19.5, and is a cross-petition to the petition for certiorari in *Banker's Trust Company v. Metge,* October Term 1985, No. 85-555, filed on September 27, 1985, and received by Plaintiffs' counsel on September 30, 1985.

STATUTORY PROVISIONS AND REGULATIONS INVOLVED

15 U.S.C. § 78t provides:

> Every person who, directly or indirectly, controls any person liable under any provision of this chapter or of any rule or regulation thereunder shall also be liable jointly and severally and to the same extent as such controlled person to any persons to whom such controlled person is liable, unless the controlling person acted in good faith and did not directly or indirectly induce the act or acts constituting the violation or cause of action.

17 C.F.R. § 230.405 provides in pertinent part:

> The term "control" . . . means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise.

STATEMENT OF THE CASE

This matter is a class action filed on behalf of the holders of certain securities ("Thrift Certificates" and "Thrift Certificate Guarantee Bonds") against the officers and directors of the issuers, Investor's Equity, Inc. ("IEI") and Investors Mortgage and Finance Co. ("IMF"), and against Bankers Trust Company ("BTC"). Plaintiffs allege BTC is secondarily liable as an aider and abettor and as a "controlling person" under section 20(a) of the Securities Exchange Act, 15 U.S.C. § 78t. In an opinion filed May 15, 1985, the Court of Appeals reversed the district court's entry of summary judgment in favor of BTC on the aiding and abetting claim, but affirmed summary judgment on the claim of controlling person liability.

The facts in this case are complicated and voluminous. Because Plaintiffs rely in part upon permissible inferences and circumstantial evidence, it is necessary to state the facts in more detail and with more accuracy than does BTC in its petition for certiorari (No. 85-555). Plaintiffs have done so in the Statement of Facts at pp. 2-11 of their Brief in Opposition to BTC's petition, filed contemporaneously herewith. Rather than burdening the Court by repeating the facts here, they respectfully refer the Court to said Statement of Facts.

REASONS FOR GRANTING THE WRIT

SECTION 20(a) OF THE SECURITIES EXCHANGE ACT OF 1934, 15 U.S.C. § 78t, DOES NOT REQUIRE THAT THE ALLEGED CONTROLLING PERSON ACTUALLY EXERCISE CONTROL OVER THE GENERAL OPERATIONS OF THE PRIMARY VIOLATOR AS SUCH CONTROL OVER GENERAL OPERATIONS IS ONLY ONE ALTERNATIVE INDICIA OF THE REQUISITE POWER TO CONTROL THE PROSCRIBED ACTIVITY.

Plaintiffs' claim of controlling person liability is based upon section 20(a), 15 U.S.C. § 78t, which provides:

> Every person who, directly *or indirectly*, controls any person liable under any provision of this chapter or of any rule or regulation thereunder shall also be liable jointly and severally and to the same extent as such controlled person is liable, unless the controlling person acted in good faith and did not directly or indirectly induce the act or acts constituting the violation or cause of action. (emphasis supplied).

The concept of "control" under section 20(a) is defined by administrative regulation:

> The term "control" . . . *means the possession, direct or indirect, of the power to direct or cause the direction* of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise. (emphasis supplied).

17 C.F.R. § 230.405.

Consistent with the SEC definition of control and the plain language of the statute, the courts of appeals have

generally concluded that the *power to control* or influence the affairs of the primary violator, as opposed to the *actual exercise* of control, is sufficient. *E.g., G. A. Thompson & Co. v. Partridge,* 636 F.2d 945, 957-58 (5th Cir. 1981) (*quoting* SEC definition); *Gould v. American-Hawaiian Steamship Co.,* 535 F.2d 761, 779 (3d Cir. 1976); *Rochez Brothers, Inc. v. Rhoades,* 525 F.2d 880, 890-91 (3d Cir. 1975), *cert. denied,* 425 U.S. 993 (1976) ("the courts have given heavy consideration to the power or potential power to influence and control the activities of a person, as opposed to the actual exercise thereof"); *Richardson v. MacArthur,* 451 F.2d 35, 41-42 (10th Cir. 1971). Even the Eighth Circuit has recognized that evidence of the power to control, as opposed to the actual exercise of control, is sufficient:

> The statute is remedial and is to be construed broadly. It has been interpreted as requiring *only some indirect means of discipline or influence short of actual direction* to hold a controlling person liable.

Myzel v. Fields, 386 F.2d 718, 738 (8th Cir. 1967), *cert. denied,* 390 U.S. 951 (1968) (emphasis supplied).

In reviewing the district court's grant of summary judgment in favor of BTC on the controlling person claim, the Court of Appeals focused on the appropriate legal standard for "control" and whether the record presented a factual issue under that standard. The court specifically adopted a new two-pronged test for control devised by the district court.

> [T]he district court formulated a two-point test under which plaintiffs must establish, first, that the defendant lender "actually participated in (*i.e., exercised* control over) the operations of the corporation in

> general; then he must prove that the defendant possessed the power to control the specific transaction or activity upon which the primary violation is predicated, but he need not prove that this later power was exercised.

Metge v. Baehler, Appendix to No. 85-555 at A-17, 762 F.2d at 630-31 (*quoting* 577 F.Supp. 810, 817-18 (S.D. Iowa 1984) (emphasis in original)). Focusing on the first prong of this test, the Court of Appeals concluded Plaintiffs had failed to introduce "sufficient evidence of [IFC]'s actual control over IEI's general affairs", Appendix to No. 85-555 at A-18-19, 762 F.2d at 631-32, and therefore affirmed the entry of summary judgment.

The definition of control adopted by the Court of Appeals directly conflicts with both the decisions of other circuits and the SEC definition of control. It requires a showing greater than the defendant's possession of the power to control the primary violator; it requires that plaintiffs demonstrate that the defendant actually exercised control over the general operations of the primary violator. Under this standard, only after this first prong has been satisfied can attention be focused on whether the defendant had the power to control the proscribed activity (the second prong).

By requiring plaintiffs in all cases to prove that the controlling person actually exercised control over the general operations of the primary violator, the Eighth Circuit goes well beyond the decisions of other federal courts. It negates and emasculates the generally recognized principle that the power to control is sufficient to establish a prima facie case of control. In fact, because the violating conduct is necessarily part of the broader general oper-

ations of the company, the court's opinion requires not only exercise of control over general operations but also, by implication, *exercise* of control over the violation itself. These direct conflicts between the Court of Appeals decision and the test enunciated by the other circuits, as well as the SEC definition, warrant plenary consideration by this Court.

The Eighth Circuit's restrictive standard also conflicts with section 20(a), its legislative history and underlying policies. In enacting this provision, Congress declined to adopt an explicit definition of control, intending instead that the concept remain adaptable. "It was thought undesirable to define the term. It would be difficult if not impossible to enumerate or to anticipate the many ways in which control may be exerted." H.R. Rep. No. 1383, 73d Cong., 2d Sess. 26 (1934). This express congressional recognition that control arises in a myriad of factual circumstances and may be demonstrated by numerous factors necessitates the examination of a variety of indicia which may evidence the power to control in any given case. *See, e.g., Rochez Brothers, Inc. v. Rhoades,* 527 F.2d at 890 (omission of definition of "control" indicates congressional desire to have courts construe the statute along with evidence adduced at trial). As noted by former SEC Commissioner Sommer:

> [I]t has become axiomatic that in deciding who is a "controlling person" the entire situation within the corporation at the time of determination, together with some of the history of the corporation, must be considered; single factors—shareholdings, offices held, titles, conduct—are rarely determinative, at least not in the close cases. . . .

Sommer, *"Who's In Control?"—SEC,* 21 Bus. Law. 559, 563 (1966). Consistent with this mandate, the federal courts have recognized that proof of the power to control can be demonstrated by different factors in different cases.

By requiring proof of the actual *exercise* of control by a defendant over the *general operations* of the controlled entity, the Eighth Circuit has, in effect, redrafted section 20(a) and turned one of the several alternative indicia of the power to control the primary violation—the actual exercise of control over general corporate operations—into a condition precedent which must be satisfied in all cases before a prima facie case of control can be established. By focusing on one factor indicative of the power to control to the exclusion of all others, the court has severely restricted the availability of controlling person liability, effectively emasculating the remedial goals of section 20(a) and the broad and liberal construction it was intended to be afforded. The court's narrow approach to control is in direct conflict with Congress's intent that the concept of control remain adaptable and subject to proof by a variety of means depending upon the facts of the particular situation.

Exercise of actual control over the general operations of a corporate entity is only one means of proving the power to control. The status or position of the defendant is also of significance. For example, status as a majority shareholder or as a long term, active director would be probative of the power to control, and, indeed, has repeatedly been recognized as such. *See, e.g., Klapmeier v. Telecheck International, Inc.,* 482 F.2d 247, 256 (8th Cir. 1973). In the present case BTC's power to control is evi-

dent by its status. BTC was by far the largest shareholder of IEI, the primary violator; it concealed its IEI stock and attendant shareholder powers in a nominee company; it held an irrevocable and absolute proxy to vote the shares of Mid-Iowa Lakes Corp., IEI's largest operating subsidiary and repository for most of its assets; it was IEI's primary lender in connection with large loans that were regularly in default; its loan documents gave broad and unusual powers over IEI's capital structure and operation; IEI's principal officers and directors were beholden to BTC as guarantors of a large obligation they could not afford to pay; and BTC had a long and unusually close association with IEI's principal officers and directors.

Conduct short of actual participation in the primary violator's general operations can also be evidence of the requisite power to control. In this case, BTC voted its block of IEI stock by giving its proxy to management; it directed loan re-papering and inter-company transactions for its own benefit; it closely monitored IEI's financial situation; it met and counseled with IEI's principals on a frequent basis; it helped IEI get financing for its subsidiaries; it helped it look for other financing; it helped IEI issue Thrift Certificates to other creditors (Triple-Eye noteholders); it helped IEI collect its receivables; it attended some IEI and MIL board meetings; in the words of the Eighth Circuit's opinion, it participated in "an unusual pattern of extraordinary attempts to prolong IEI's financial viability", and on several occasions it "rescued IEI and its subsidiaries from the brink of financial disaster". Despite conceding that the record evidence "exemplifies the kind of evidence that might be adduced on the second prong of the test to demonstrate possession of

power to control," Appendix to No. 85-555 at A-19, 762 F.2d at 632, the Eighth Circuit rejected this evidence as a matter of law on the ground that the facts do not support a finding that BTC actually *exercised* control over *general corporate affairs* as required by the first prong of its test. This requirement is unduly narrow and restricts the applicability of section 20(a) in direct conflict with congressional intent.

The Eighth Circuit's restrictive requirement of actual control over general corporate operations further frustrates the policy underlying section 20(a) by exonerating persons who possess the power to control a primary violator, or who actually exercise control over the violation, but who have not exercised control over general operations. The policy predicate of section 20(a) is apparent: persons with the power to control primary violators may be held secondarily liable for failing to stop or prevent the violations from occurring. While such persons are not insurers, and have available statutory defenses of good faith and non-inducement as means of avoiding liability, Congress has determined that the risk of loss for securities violations will rest not only with the primary violator but also with those persons who possessed the power to prevent the violation. Thus, proof of possession of the power to control is sufficient to generate a prima facie case and shift the burden to the defendant to prove its good faith and non-inducement of the violation. To hold otherwise, as the Court of Appeals has done, precludes the imposition of secondary liability upon a person who, by whatever means, possessed but declined to exercise the power to control the general operations of the controlled entity.

By requiring proof of the actual exercise of control as a precondition to establishing a prima facie case under section 20(a), the Court of Appeals has engrafted an element of proof that is not required by the statute. Far from effectuating the purpose of section 20(a), the narrow reading of the Court of Appeals instead eliminates its applicability in a large number of situations where Congress intended it should apply. Congress's deliberately expansive language and broad approach to the problem of secondary liability, as well as its express command that the statute be read broadly, demonstrate the fallacy of the Eighth Circuit's unsupported interpretation. *See Sedima, S.P.R.L. v. Imrex Co.*, 53 U.S.L.W. 5035, 5039 (U.S. No. 84-648, July 1. 1985).

The significance of the Eighth Circuit's decision is further heightened by the context in which it arose. This case involves the application of controlling person principles to a defendant that was the largest shareholder and primary lender of the violator. Although the Court of Appeals did not limit its restrictive approach to control to cases involving only lender defendants, the opinion will generate substantial confusion and conflict in lender liability cases. Previous decisions involving lender liability under section 20(a) have not found it necessary to modify accepted standards and defintions to protect lenders. The conflict and confusion resulting from the Eighth Circuit's decision present questions of exceptional importance deserving of the plenary consideration of this Court.

CONCLUSION

By requiring proof of the actual exercise of control over general corporate operations as an absolute prerequisite to controlling personal liability under section 20(a), the Eighth Circuit's opinion directly conflicts with the well reasoned conclusions of numerous other circuits that only some indirect means of influence "short of actual direction" is required. The Eighth Circuit's definition of control also conflicts with the administrative definition of that term and with Congress's express intent that the statute be interpreted liberally to allow proof of control by a variety of means. The Court of Appeals has adopted a narrow and restrictive definition that effectively precludes proof of the power to control by any means other than the actual *exercise* of control over *general* corporate operations. As a result, it limits the applicability of the statute by excluding from its coverage some persons who possess but do not exercise the power to control and some persons who exercise control over the violation but who do not exercise control, though they may possess it, over general operations. The inevitable conflicts and confusion resulting from the Eighth Circuit's decision present substantial legal issues of national significance and warrant plenary consideration by this Court.

Respectfully submitted,

W. Don Brittin, Jr.
Gerald J. Newbrough
Kasey W. Kincaid
Nyemaster, Goode, McLaughlin,
Emery & O'Brien, P.C.
Tenth Floor Hubbell Building
Des Moines, Iowa 50309
(515) 283-3100

Attorneys for Cross-Petitioners

Dated: October 28, 1985

APPENDIX

Parties to the Proceeding—Identified Members of Plaintiff-Class

Mrs. Lorrene Adair, James F. Adams, Agnes M. & William A. Adix, Carolina F. Seeley, Robert L. Alexander, Allen A. or Christine Anderson, Frank or Elna Anderson, Jeffrey or Barbara Anderson, Roger F. Andersen, Paul D. Anneberg, M.D., Henry or Zinita Anton, Dr. Kashmiri L. Arora, Arthur or Alyss Babcock, Betty Ruth Babcock, Oscar H. Baehler, Arnold L. Baier, Ludwig or Edna Balcer, Norman and Geraldine Ball, Dennis & Linda Barber, Halsted W. & Pat Barber, Mary Barnard or Marcia E. Harper, Timothy S. or Gertrude T. Barry, Donald & Esther Barr, Agnes I. Bass or Carol M. Arnold, Madhuri Jayant Belsare & Jayant Vishnu Belsare, Gary or Susan Bennerotte, Molly Rene, Bruce O., Jr. and Ann Bentley, Laura L. Bentley, John H. & Janet E. Berns, Mrs. Zella Bickelhaupt, Steven or Frederick Bierhaus, Lucinda Bierstedt, Donald L. or Nancy M. Blanchard, James Block, Mervin Blythe, Myrna L. Boggs, Leo C. or Ella Boland, Wayne F. Borck, Irma or Orland Boyle, Frank or Hazel Brady, Mildred Branderhorst, Bernard D. Brannan, Lyle or Sondra Broer, Urith Broff, Edward B. & Marie M. Brommel, Wayne or Helen Brooker, Edwin M. Lyle Bruere, Thomas J. Bryant, C.D. or V.V. Buckley, Clayton A. Burgardt, T. Allen & Edna Burke, Robert M. or Betty Burns, Michael T. Camacho, J.K. or Doris Campbell, William H. Cansdale, Sr., Obert F. or Jeanette Chalstrom, Norma J. & Mabel Chapman, Roy F. Christians, LaVerna Christiansen, Helen B. Clark, Ross H. Clark, Mrs. Edwin Clarkson, John J. Cole, James or Shirley Conner, Mrs. Ruby Coonradt, W.R. or Frieda

Cormicle, J. W. or Wm. G. Cox, Frieda E. or Robert Crane, Robert N. or Evelyn Croden, Mrs. Linda L. Currie, Wayne W. or Marion Daggy, Jerry W. Dahlhe, Ivan Dahlem & Pat Egelhof, William or Engelena Damstra, Burdette Davis, Marion E. Bale Davis, Ralph W. or Reva E. Dawson, Russell W. or Bernice Day, Mr. & Mrs. Paul DeBruin, Alfred & Cathryn DeDoncker, Virgil C. DeGrotte, Paul E. or Betty DeLapp, Walter and Grace Dethlefs, William or Agnita Detterman, Christine DeZeeuw, Mrs. Elizabeth Dillon, Bernard and Mary Dombeck, Oran D. or Juanita Dow, William & Maxine Duff, Florence Dundee, Mr. or Mrs. D.D. Dunlavy, Edward or Charlotte Dvoretzky, Carlene Dyer, Lyle R. or Colleen Eich, W. B. Elderbroek, Arlie Elliott, John H. Eppink, Vance or Wanda Erickson, Mrs. Rachel R. Eustler, Ivan L. & Helen Everett, Henry P. or Dora Feldman, Derwin & Elsie Ferry, J. Claire Fitzgerald, Richard J. Floyd, Romanus A. or Mary Fogarty, Jack E. or Helen Fogelson, P. L. Fotsch, Arthur H. or Emily Frederick, Peter J. or Jeanne Frederick, Berneice Friesz, Karen Fullenkamp, Alice M. Funk, Patricia Gants, Bill J. & Lee Gamertsfelder, Mrs. Glenn G. Gardner, Leland C. or Martha Geiger, Henry R. Gelski, Mrs. Jeanne O. Giles, Stephen A. or Mary E. Gilman, Genevieve C. Goetz, Trustee for Louis Goetz, Ruth M. Goff, Chester W. or Irene A. Good, Simon Clifford & Flossie May Graham, Madonna R. Green (Molitor), Robert Green, John F. Grell, Wendell S. or Lucile A. Griffiths, Ed Gross, Joseph J. or Victor W. Grossman, Roger & Ruth Grove, Andrew L. or June A. Grovo, M. Irene Guerrero or Darlene G. Coleman, Earl & Marlene Guler, Donald L. or Delores A. Hadenfeldt, Benjamin H.H. Hang or Flora I. Hang, William J. or Harvey E. Hanna, Gertrude H. Hansen, Otis J. or Leone B. Hanson or Carrie M. Reinertson, Richard or Elaine Harlow, Jack

or JoAnn Hartle, David E. & Ruby L. Hartsook, Gladys A. Hatch, Onno Heidebrink, F. A. Hellenthal, Ray J. Hemesath, Nova F. or Marceline B. Henderson, Urban Hermsen, T. W. Hile, William Eugene Hill, Mrs. Esther Hindman, Douglas L. Hiple, Max Hoben, Lambert M. or Loretta Hoeger, Carol May Hoff, Daniel K. Hofman, C. Edwin or Angeline S. Hogan, Dean A. or Pamela D. Hoganson, Vera M. Holm, Clarence T. or Helen M. Holub, Lowell M. or Marjorie A. Honson, Olive A. Hooker, Virgil C. or Leona C. Hougen, John M. or Kala M. Houlette, Gerald Paul & Mary E. Houser, Helen V. Housh, James E. & Gladys Howard, Mildred M. & Fritz Hug, Harlan S. & Marlys M. Hughes, Frank E. Ireland, Hubert Ireland, Leonard Jackson, Mrs. Esther J. Jacobsen, Michael L. or Eischen Jensen, Edith G. or Emmert M. Jensen, Leo N. or Leona Jessen, Gayl W. or Mary E. Johnson, Gene C. Johnson or Beulah Hoover, Herman or Adeline Johnson, William J. Kanne, Hilda Heleher or Charlotte Kramer, Mrs. Bernice Kelley, Don C. King, Vithal M.D. Kinhal, David K. Kirkpatrick, Margaret A. Klocke, John & Elvera Kotrba, James L. Kritz, W.G. or Helen A. Kitzman, John P. or Agnes A. Kivlin, Wayne & Ella Kuehnhold, Herman G. & Helen A. Kutz, Clarence J. Lacey, Conservator for Kevin John, Frederic S. Lacroix, Arthur E. Ladwig, John E. or Dolores J. Lahey, Mrs. Martha Lankford or Connie Baker, Orville & Robert Lanham, Mrs. M. N. Laursen, C.R. or Ruth C. Lawler, Allan P. or Deanna R. Lehl, Lola H. Lein, Esther I. Lindskoog, William L. & Beverly G. Link, Nadine Liston, Guy, Jr. and Letha H. Littell, Loren R. Little, Richard S. or Priscilla D. Lorber, Ernest or Lydia K. Lollar, Brent W. Loring, Gerritt or Mabel Lourens, Harold or Esther Loynachan, Mrs. Ethel Lubke, Karl Frederick Ludwig, Theresa or Dorothy Lydon, Robert R. & Martha J. Lynn,

Carl N. or Lola M. Machande, Aarti Madan, Victor Maeschen, Timothy T. Maifeld and Ronald and Judy Maifeld, D.W. or Martha Malmstedt, Vernon D. & Virginia M. Marine, Leo or Zella Mathena, Duane & Ivanelle Matt, Josie McCurdy or Lyda Leanhart, Derrill & Wendy McDanel, Wm. H. & Hazel A. McClurg, David N. & Nancy McConnell, Claude McCullough, Mildred McIntosh, Lowell E. & Delores J. McKenzie, Rudolph McNee, Kenneth or Mildred McWhinney, Gladys Mae Meier, Jans T. Mennenga, Alfred A. or Lola T. Meredith, August Metge, David J. Michael, Esther Mickesh, Fred W. or Lydia A. Miller, Roy E. or Beulah R. Miller, Harry A. & Grace E. Moldenhauer, Mildred Montgomery, Dwayne K. or Thelma L. Moorhead, Elmer or Irene Morrison, Leighton R. Morse, Michael J. Murphy, Ruby or Gerhard Myers, Roy or Harriett A. Neal, Lewis W. & Stacia A. Newell, Wilford G. & Marilee Niedermann, Joseph P. or Thelma M. Nockels, Stan Norenberg, Clarence L. Norman, Gary L. or Saundra R. Nyhus, Frank B. Oetker, Ellis C. or Gertrude Oldham, Richard D. Olson, James R. & Rodney W. Olson, James M. or Wilma A. O'Rourke, Robert Ray Padgett, Glen D. Parker, Frank or Phyllis L. Pascuzzi, John B. & Ruth Pannuk, Glenn or Lola B. Patterson, Judson D. & Ethel M. Patterson, Helen I. or Willard F. Paulsen, Russell Paulsen, Mildred or Lester Pearl or Sheila Johnson, Peter J. or Darlene D. Pelofske, Howard Penny, Wilbur S. & Edna May Perkins, Kenneth M. or Minnie V. Perry, Troy L. Pestel, Leslie M. Peterson, Louis Peters, Paul Peterson, E. L. & Myra L. Pettenger, Bion L. Pierson, Thomas J. Pitzen, Mrs. Marie M. Pohlen, Robert N. & Bonnie J. Polson, Orin E. or Mary Pratt, Donald A. or Lila K. Price, Joseph M. or Leone C. Pulver, Henry C. Rath, Alfred E. & Katherine L. Rau, Esther E. Reed, Clayton Reed, M.P. & Illiene M. Reed,

Florence M. Reedy, R. S. Renshaw, John C. Rice, Raymond F. Rick, Mark Rogness, Lucille Rolwes, Karen R. Rowedder, George Rumbaugh, Mrs. Antonia Ryken, Arnold M. or Alma M. Sampson, M. A. Sargeant, Ferne L. & Wanda Sarver, Carl E. or Jean E. Scheib, Mary Ann Schlichte, Mrs. R. J. Schliekelman, Ollie or Florence Scholz, Peggy A. or Lester L. Schreiner, Henry or Amanda Schultz, Donald W. or Eloise J. Schultz, Leo C. Schumacher or Mrs. H. H. Thorup, Ernest Schwartz, Herbert M. or Walter W. Shute, Sigma Tau Gamma, Alpha Eta Chapter, University of Northern Iowa, Lloyd Sinram, Robert J. Skelton, Ted P. Sloane, Martha Sobieski, Mr. or Mrs. Martin J. Solheim, Pauline M. Spencer, Edward or Erma Stahlhut, Keith D. Steffens, Donald D. & Donna R. Stevens, Mrs. Richard C. Strachota, Robert Strutt, Robert A. or Arlene J. Sundell, William D. & Ruth M. Sutherlin, Charles L. or Barbara A. Swanson, Sophie or DeRonda Taggart, H. A. Tague, Roger & Norma Thede, Eugene R. or Mayvis E. Thelen, George H. Thinnes, George H. Thinnes, c/o William Thinnes, J. or W.A. Thomas, Lawrence J. Traeger, Louis E. Transo, Louis E. Transo, c/o Charlotte E. Johnson, Allen B. Trimble, Roger A. Turnquist, Roger L. & Barbara Tuttle, Harold A. or Adeline Varce, Henry Van Dusseldorp, Clarence A. & Luella M. Van Engelhoven, Jeanne Van Nimwegen, Harold D. & Harriett Van Zante, Gordon F. or E. Berneice Voigt, Ethel R. Wagner, Hollis or Lucille Wainscott, Mrs. Elnora S. Wald, Kenneth M. Wald, Joe Walk, c/o Marvin Walk, Mrs. Mary E. Wallace, Violet M. Wallner, Florence M. or Wray L. Walter, Rita M. or Ceceilia M. Walter, Melba I. Weber, Willard or Ruth Wells, B. S. or Gladys E. Westlake, J. J. Weyer, Don or Edna Wheeler, Dale L. or Reva M. White, Myron White, William P. Wideman,

Philip G. & Mary C. Wieting, George Wight or Varguerite Bek, Melvin V. & Zona Wilhite, John O. & Martha Wingert, Ronald R. or Beulah I. Woodin, Joe D. or Nadine R. Woods, DeRoy J.D. & Jacqueline J. Wunderly, Jeffrey B. or Jerri Young, Robert D. or Kathryn S. Zartman, Mr. and Mrs. Richard Zellaha, Leonard Zotzmann, or their successors in interest.